



**Secretary of State**  
Business Programs Division

1500 11<sup>th</sup> Street, 3<sup>rd</sup> Floor  
Sacramento, CA 95814

Business Entities  
(916) 657-5448

## **REQUIREMENTS FOR QUALIFICATION OF FOREIGN PROFESSIONAL CORPORATIONS**

Professional corporations organized under the laws of another state or country and authorized to qualify to transact business in California pursuant to the Business and Professions Code (currently, this authority includes only the professions of **law** and **accountancy**) must file with the California Secretary of State a signed statement setting forth the information prescribed by California Corporations Code Sections [2105](#) and [13404.5](#). A Statement and Designation by Foreign Corporation form for compliance with these requirements is attached.

A certificate by an authorized public official of the state or place of incorporation, to the effect that the corporation is an existing corporation in good standing status in that state or place, must be attached to the Statement and Designation by Foreign Corporation form at the time of filing. A certified copy of the Articles of Incorporation does not meet statutory requirements and cannot be accepted in lieu of the required certificate.

Upon the filing of the required form, a Certificate of Qualification will be issued to the corporation. The certificate is issued only at the time of qualification and will not be reissued if lost or misplaced.

The fee for filing the Statement and Designation by Foreign Corporation is \$100.00. Check(s) should be made payable to the Secretary of State.

**PLEASE NOTE:** Corporations qualified to transact intrastate business in California are subject to California corporation franchise tax requirements until such time as they formally surrender their right to transact intrastate business. Information regarding franchise tax requirements can be obtained from the [Franchise Tax Board's Internet Web site](#) or by calling the Franchise Tax Board at 1-800-852-5711.

Documents can be mailed or hand delivered for over-the-counter processing to the Sacramento office at:

Business Programs Division  
1500 11th Street  
Sacramento, CA 95814  
Attention: Document Filing Support Unit

(916) 657-5448

**OR**

can be hand delivered for over-the-counter processing to any of the regional offices located in:

♦ Fresno  
1315 Van Ness Avenue, Suite 203  
Fresno, CA 93721-1729

(559) 445-6900

- ♦ Los Angeles (213) 897-3062  
The Ronald Reagan Building  
12<sup>th</sup> Floor South Tower, Room 125113  
300 South Spring Street  
Los Angeles, CA 90013-1233
- ♦ San Diego (619) 525-4113  
1350 Front Street, Suite 2060  
San Diego, CA 92101-3609
- ♦ San Francisco (415) 557-8000  
455 Golden Gate Avenue, Suite 14500  
San Francisco, CA 94102-7007

- NOTE:**
- Cash is accepted **only** in the Sacramento office.
  - Duplicate original documents must be submitted when filing in any of the regional offices.
  - Regional offices do not process mailed in documents.

A \$15.00 **special handling fee** is applicable for processing documents delivered in person at the public counter in the Sacramento office or in any of the regional offices located in Fresno, Los Angeles, San Diego and San Francisco. The \$15.00 special handling fee must be remitted by separate check for each submittal and will be retained whether the documents are filed or rejected. The special handling fee does not apply to documents submitted by mail.

Preclearance or expedited filing of *eligible corporate documents* can be requested in a specified time frame, for an additional fee (in lieu of the \$15.00 special handling fee), as described in the [Preclearance/Expedited Filing Service Information](#). The preclearance/expedited filing service is not available in the regional offices.



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## **EXPANSION OF PRECLEARANCE AND EXPEDITED FILING SERVICES (Effective Monday, October 2, 2006)**

We are pleased to announce that our preclearance and expedited filing services have been expanded to include all business entity documents filed with the Secretary of State pursuant to the California Corporations Code, the California Financial Code or the California Insurance Code. These services, previously offered only for specified corporate documents, are now available for all corporate, limited liability company and limited partnership documents, including interspecies mergers and conversions, and for all other documents filed by other entity types. In addition, the number of copies required to be submitted for the preclearance service has been reduced from two to one.

Preclearance service provides a customer with the opportunity to submit a business entity document in person to the Secretary of State's Sacramento office prior to filing to determine if the document conforms to law and to receive a preclearance response within a guaranteed time frame.

Expedited filing service provides a customer with the opportunity to submit for filing a business entity document in person to the Secretary of State's Sacramento office and to receive a filing response within a guaranteed time frame.

Please refer to the Secretary of State's website at <http://www.ss.ca.gov/business/precexp.htm> for detailed information regarding the preclearance and expedited filing services.

Authority cited: Title 2, California Code of Regulations, sections 21904 and 21905; and Government Code section 12182.

## INSTRUCTIONS:

1. To qualify to transact intrastate business in California the attached Statement and Designation by Foreign Corporation form must be completed with the information called for in the form itself. The information **must** be typed with letters in dark contrast to the paper. Documents submitted with poor microfilm characteristics will be returned unfiled.
2. There must be annexed to this statement a certificate by an authorized public official of the state or place of incorporation of the corporation to the effect that the corporation making the statements is an existing corporation in good standing in that state or place.
3. No domestic corporation may be designated as agent for service of process unless it has filed with the California Secretary of State a [Certificate pursuant to California Corporations Code Section 1505](#), and no foreign corporation may be designated unless it has qualified for the transaction of intrastate business in California and has filed with the California Secretary of State a Certificate pursuant to Corporations Code Section 1505. A domestic or foreign corporation must be currently authorized to engage in business in this state and be in good standing status on the records of the California Secretary of State to file a certificate pursuant to this section.

**NOTE:** A corporation cannot act as agent for itself for service of process.

4. If a corporation is required to qualify under an assumed name (a name other than the true corporate name) pursuant to Corporations Code [Section 2106\(b\)](#), the first line of the statement form must be completed with the true corporate name, followed by the words "which will do business in California as \_\_\_\_\_" and the assumed name. The assumed name should not be included with the corporate name anywhere else in the statement.

**NOTE:** If the corporation changes its name, the corporation must file an [Amended Statement by Foreign Corporation](#). A form for changing the name of a foreign corporation may be obtained from the California Secretary of State.

**Please refer to California Corporations Code [Section 13401](#) for the definition of a foreign professional corporation.**

**The Business and Professions Code sections relating to a particular profession must include the authorization for that profession to qualify as a foreign corporation. Currently, authority to qualify as a foreign corporation exists for the professions of law and accountancy only.**

The original Statement and Designation form, together with the applicable fee, must be mailed or hand delivered to the Secretary of State's office in Sacramento or hand delivered to one of the regional offices located in Fresno, Los Angeles, San Diego or San Francisco. Regional offices do not process mailed in documents. If documents are submitted to a regional office, a duplicate original is also required.

To facilitate the processing of documents mailed to the Sacramento office, a self-addressed envelope and a letter referencing the corporate name as well as your own name, return address and telephone number should also be submitted.

**STATEMENT AND DESIGNATION  
BY FOREIGN CORPORATION**

\_\_\_\_\_  
(Name of Corporation)  
\_\_\_\_\_, a corporation organized and existing under the  
laws of \_\_\_\_\_, makes the following statements and designation:  
(State or Place of Incorporation)

1. The address of its principal executive office is \_\_\_\_\_  
\_\_\_\_\_.
2. The address of its principal office in the State of California is \_\_\_\_\_  
\_\_\_\_\_.
3. This corporation is a foreign professional corporation within the meaning of Part 4, Division 3, Title 1, California Corporations Code.
4. The purpose of the corporation is to engage in the profession of \_\_\_\_\_.
5. The shareholders of this corporation shall be subject, with regard to the rendering of professional services by the professional corporation in California, or for California residents, to the same degree of personal liability, if any, in California as is from time to time prescribed by the agency governing the profession in this state for shareholders in a California professional corporation rendering services in the same profession. This application accordingly constitutes a submission to the jurisdiction of the courts of California to the same extent, but only to the same extent, as applies to the shareholders of a California professional corporation in the same profession. The foregoing submission to jurisdiction is a condition of qualification to do business in this state.

**DESIGNATION OF AGENT FOR SERVICE OF PROCESS IN THE STATE OF CALIFORNIA**

(Complete either Item 6 or Item 7.)

6. (Use this paragraph if the process **agent is a natural person.**)

\_\_\_\_\_, a natural person residing in the State of  
California, whose complete address is \_\_\_\_\_  
\_\_\_\_\_, is designated as agent upon whom process directed to  
this corporation may be served within the State of California, in the manner provided by law.

7. (Use this paragraph if the process **agent is a corporation.**)

\_\_\_\_\_, a corporation organized and existing  
under the laws of \_\_\_\_\_, is designated as agent upon whom process directed  
to this corporation may be served within the State of California, in the manner provided by law.

**NOTE: Corporate agents must have complied with California Corporations Code section 1505 prior to designation.**

8. It irrevocably consents to service of process directed to it upon the agent designated above, and to service of process on the Secretary of State of the State of California if the agent so designated or the agent's successor is no longer authorized to act or cannot be found at the address given.

\_\_\_\_\_  
(Signature of Corporate Officer)

\_\_\_\_\_  
(Typed Name and Title of Officer Signing)